

Amendment Eight to the Contract for the Design, Implementation, Operation and Maintenance of the Regional Fare Coordination System

This Amendment Eight to the Contract for the Design, Implementation, Operation and Maintenance of the Regional Fare Coordination System is entered into this 29th day of March, 2005, by and between ERG Transit Systems (USA) Inc, a California corporation and wholly owned subsidiary of ERG Limited, an Australian corporation, (hereinafter referred to as the "Contractor") and each of the following seven public transportation agencies (hereinafter referred to individually as an "Agency" or collectively as the "Agencies"):

1. Central Puget Sound Regional Transit Authority ("Sound Transit")
2. King County ("King County")
3. Kitsap County Public Transportation Benefit Area ("Kitsap Transit")
4. Pierce County Public Transportation Benefit Area ("Pierce Transit")
5. Snohomish County Public Transportation Benefit Area ("Community Transit")
6. City of Everett ("Everett")
7. State of Washington, acting through the Washington State Department of Transportation, Washington State Ferries Division ("WSF")

Recitals

A. Effective April 29, 2003, each of the Agencies and the Contractor entered into Contract #229944 ("Contract") to implement a Regional Fare Coordination System ("RFC System") to establish a common fare system utilizing smart card technology. The Contractor is responsible for the development, implementation, operation and maintenance of the RFC System as specified in the Contract.

B. Change Order No.1 authorized the Contractor to deliver, for Conceptual Design Review, a design document for King County's a Radio Control Unit (RCU).

C. Change Order No. 4 authorized the Contractor to proceed with design and development of the RCU in accordance with the same process and schedule applicable to the Driver Display Unit (DDU).

D. The Contractor's proposed design of the RCU is specified in DR 103.06. The Contractor has also proposed an RCU Enclosure and Harness as specified in the following provisions of SEA-01320 dated December 9, 2004: Section 2; Appendix B; and Appendix C.

E. The Parties have reached agreement on revised costs for the RCU and desire to amend Exhibit 9 of the Contract to reflect said agreement.

Amendment

NOW, THEREFORE, in consideration of the mutual covenants contained herein, the sufficiency of which is hereby acknowledged, the Parties hereby agree to amend the Contract as follows:

Section 1.0 Exhibit 9, Section XIX, "King County Radio Control Unit" is hereby amended to read as follows:

XIX. KING COUNTY RADIO CONTROL UNIT

Per Section 3.1-76.3.10

A. Design and Development	\$480,251 lump sum
B. RCU Hardware, Enclosure and Harness	\$833.22 per unit

Section 2.0 Unless expressly provided otherwise in the Contract, the RCU units will be covered by the same provisions applicable the DDU equipment supplied to the County, including but not limited to the provisions on testing, delivery, installation, pre-acceptance corrections, acceptance and warranty.

Section 3.0 All other provisions of the Contract not referenced in this Amendment Five shall remain in effect unless modified in other executed Amendments and Change Orders.

IN WITNESS WHEREOF, authorized representatives of the Agencies and the Contractor have signed their names in the spaces provided below.

Central Puget Sound Regional Transit Authority
("Sound Transit")



Joni Earl, Chief Executive Officer

King County

Snohomish County Public Transportation Benefit Area

Joyce F. Olson, Chief Executive Officer

Kitsap County Public Transportation Benefit Area

Kevin Desmond, Transit General Manager

Richard M. Hayes, Executive Director

Pierce County Public Transportation Benefit Area

City of Everett

Don S. Monroe, Chief Executive Officer

Ray Stephanson, Mayor,
or by his designee Paul J. Kaftanski,
Director of Transportation Services

Washington State Ferries, Washington State Department of Transportation

Mike Anderson
Executive Director of Wash. State Ferries

ERG Transit Systems (USA) Inc.

By: _____

Regional Managing Director

IN WITNESS WHEREOF, authorized representatives of the Agencies and the Contractor have signed their names in the spaces provided below.

Central Puget Sound Regional Transit Authority
("Sound Transit")

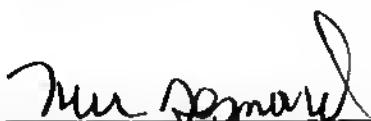
Snohomish County Public Transportation Benefit Area

Jonī Earl, Chief Executive Officer

Joyce F. Olson, Chief Executive Officer

King County

Kitsap County Public Transportation Benefit Area


Kevin Desmond, Transit General Manager

Richard M. Hayes, Executive Director

Pierce County Public Transportation Benefit Area

City of Everett

Don S. Monroe, Chief Executive Officer

Ray Stephanson, Mayor,
or by his designee Paul J. Kaftanski,
Director of Transportation Services

Washington State Ferries, Washington State Department of Transportation

Mike Anderson
Executive Director of Wash. State Ferries

ERG Transit Systems (USA) Inc.

By: _____

Regional Managing Director

IN WITNESS WHEREOF, authorized representatives of the Agencies and the Contractor have signed their names in the spaces provided below.

Central Puget Sound Regional Transit Authority
("Sound Transit")

Snohomish County Public Transportation Benefit Area

Joni Earl, Chief Executive Officer

Joyce F. Olson, Chief Executive Officer

King County

Kitsap County Public Transportation Benefit Area

Kevin Desmond, Transit General Manager

Richard M. Hayes, Executive Director

Pierce County Public Transportation Benefit Area

City of Everett



Don S. Monroe, Chief Executive Officer

Ray Stephanson, Mayor,
or by his designee Paul J. Kaftanski,
Director of Transportation Services

Washington State Ferries, Washington State Department of Transportation

Mike Anderson
Executive Director of Wash. State Ferries

ERG Transit Systems (USA) Inc.

By: _____

Regional Managing Director

IN WITNESS WHEREOF, authorized representatives of the Agencies and the Contractor have signed their names in the spaces provided below.

Central Puget Sound Regional Transit Authority
("Sound Transit")

Snohomish County Public Transportation Benefit Area

Joni Earl, Chief Executive Officer

Joyce F. Olson, Chief Executive Officer

King County

Kitsap County Public Transportation Benefit Area

Kevin Desmond, Transit General Manager

Richard M. Hayes, Executive Director

Pierce County Public Transportation Benefit Area

City of Everett

Don S. Monroe, Chief Executive Officer

Ray Stephanson, Mayor,
or by his designee Paul J. Kaftanski,
Director of Transportation Services

Washington State Ferries, Washington State Department of Transportation

W. Michael Anderson

Mike Anderson
Executive Director of Wash. State Ferries

ERG Transit Systems (USA) Inc.

By: _____

Regional Managing Director

IN WITNESS WHEREOF, authorized representatives of the Agencies and the Contractor have signed their names in the spaces provided below.

Central Puget Sound Regional Transit Authority
("Sound Transit")

Snohomish County Public Transportation Benefit Area

Joni Earl, Chief Executive Officer

Joyce F. Olson, Chief Executive Officer

King County

Kitsap County Public Transportation Benefit Area

Kevin Desmond, Transit General Manager

Richard M. Hayes, Executive Director

Pierce County Public Transportation Benefit Area

City of Everett

Don S. Monroe, Chief Executive Officer

Ray Stephanson, Mayor,
or by his designee Paul J. Kaftanski,
Director of Transportation Services

Washington State Ferries, Washington State Department of Transportation

Mike Anderson
Executive Director of Wash. State Ferries

ERG Transit Systems (USA) Inc.

By: Patricia Branch for Kevin Teshe

Regional Managing Director

IN WITNESS WHEREOF, authorized representatives of the Agencies and the Contractor have signed their names in the spaces provided below.

Central Puget Sound Regional Transit Authority
("Sound Transit")

Joni Earl, Chief Executive Officer

Snohomish County Public Transportation Benefit Area

Joyce F. Olson, Chief Executive Officer

King County

Kitsap County Public Transportation Benefit Area

Kevin Desmond, Transit General Manager

Richard M. Hayes, Executive Director

Pierce County Public Transportation Benefit Area

City of Everett

Don S. Monroe, Chief Executive Officer

Ray Stephanson, Mayor,
or by his designee Paul J. Kaftanski,
Director of Transportation Services

Washington State Ferries, Washington State Department of Transportation

Mike Anderson
Executive Director of Wash. State Ferries

ERG Transit Systems (USA) Inc.

By: _____

Regional Managing Director

IN WITNESS WHEREOF, authorized representatives of the Agencies and the Contractor have signed their names in the spaces provided below.

Central Puget Sound Regional Transit Authority
("Sound Transit")

Snohomish County Public Transportation Benefit Area


Joni Earl, Chief Executive Officer

Joyce F. Olson, Chief Executive Officer

King County

Kitsap County Public Transportation Benefit Area

Kevin Desmond, Transit General Manager



Richard M. Hayes, Executive Director

Pierce County Public Transportation Benefit Area

City of Everett

Don S. Monroe, Chief Executive Officer

Ray Stephanson, Mayor,
or by his designee Paul J. Kaftanski,
Director of Transportation Services

Washington State Ferries, Washington State Department of Transportation

Mike Anderson
Executive Director of Wash. State Ferries

ERG Transit Systems (USA) Inc.

By: _____

Regional Managing Director

IN WITNESS WHEREOF, authorized representatives of the Agencies and the Contractor have signed their names in the spaces provided below.

Central Puget Sound Regional Transit Authority
("Sound Transit")

Snohomish County Public Transportation Benefit Area

Joni Earl, Chief Executive Officer

Joyce F. Olson, Chief Executive Officer

King County

Kitsap County Public Transportation Benefit Area

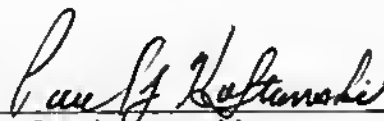
Kevin Desmond, Transit General Manager

Richard M. Hayes, Executive Director

Pierce County Public Transportation Benefit Area

City of Everett

Don S. Monroe, Chief Executive Officer



Ray Stephanson, Mayor,
or by his designee Paul J. Kaftanski,
Director of Transportation Services

Washington State Ferries, Washington State Department of Transportation

Mike Anderson
Executive Director of Wash. State Ferries

ERG Transit Systems (USA) Inc.

By: _____

Regional Managing Director